



The Ruby Mills Ltd.

Date: 29th September, 2018

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| <p>To, National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra - Kurla Complex, Bandra (East), Mumbai- 400 051.</p> <p>Symbol: RUBYMILLS</p> | <p>To, The Bombay Stock Exchange Limited. Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Fort, Mumbai - 400 001.</p> <p>Code: 503169</p> |
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Dear Sirs,

Subject: Proceedings of the 102nd Annual General Meeting held on 28th September, 2018

The 102nd Annual General Meeting of The Ruby Mills Limited, was held on 28th September, 2018 at 04:30 p.m at the Registered Office of the Company situated at Ruby House, J. K Sawant Marg, Dadar (West)-400028.

The Company Secretary welcomed all the members at the meeting. After ascertaining that the requisite quorum was present, the Company Secretary declared the meeting to be in order. Thereafter, Company Secretary introduced all the Directors present in the meeting.

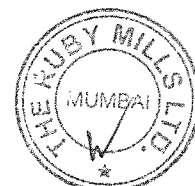
Members were informed about the sad demise of Shri Manharlal Chunilal Shah, Chairman Emeritus of the Company on Saturday, 21st July, 2018. Two minutes silence was observed by all the members, Directors and staff at the meeting as a mark of respect towards Late Shri Manharlal Chunilal Shah.

Shri Hiren M. Shah chaired the meeting and welcomed all the Members.

Thereafter, Company Secretary requested Shri Hiren M. Shah, Executive Chairman of the company to address the shareholders. Shri Hiren M. Shah, Executive Chairman appraised all the Members on the corporate developments during the year and overall performance of the company.

With the consent of the shareholders present at the meeting, the Notice of the 102nd AGM and Auditors Report was taken as read.

Members were also given the opportunity to ask questions and seek clarifications. The members raised queries, sought clarifications and gave their suggestions. The management provided necessary clarifications and addressed all the queries raised by the members.



Post the question and answer section, the Chairman thanked the members present at the meeting and then authorised Company Secretary to carry out the voting through Ballot.

The Company Secretary then proceeded and placed the following agenda items for proposal and secondment.

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Board of Directors and Auditors thereon.
2. To declare the final dividend on Equity Shares for the Financial Year ended 31st March, 2018.

Before proceeding with further resolutions, the Company Secretary informed all the member that since Shri Hiren M. Shah was interested in the resolutions thereafter, Shri Hiren M. Shah be requested to step down as Chairman of the meeting.

To proceed with balance motions, Shri Shardul Thacker was elected as the Chairman.

3. To appoint a Director in place of Smt. Aruna M. Shah (holding DIN - 00070999) who retires by rotation and being eligible for re-appointment, offers herself for re-appointment.

Special Business:

4. Continuation of term of Smt. Aruna Manharlal Shah as Non-Executive Director due to attainment of age of 75 years.
5. Ratification of Cost Auditor Remuneration.
6. Appointment of Shri Mehernosh Rusi Currawalla as an Independent Director.
7. Appointment of Shri Pradip Narottamdas Kapasi as an Independent Director.
8. Appointment of Shri Purav Hiren Shah, Chief Executive Officer as an Executive Director of the Company and to fix his remuneration.
9. Revision in remuneration payable to Shri Hiren M. Shah, Executive Chairman of the Company, with effect from 1st June, 2018.
10. Revision in remuneration payable to Shri Bharat M. Shah, Managing Director of the Company, with effect from 1st June, 2018.
11. Revision in remuneration payable to Shri Viraj M. Shah, Managing Director of the Company, with effect from 1st June, 2018.
12. Re-appointment of Shri Hiren M. Shah as the Executive Chairman of the Company w.e.f 1 April, 2019 to 31 March, 2022 and to fix his remuneration w.e.f 1 April, 2019 to 31 March, 2024.



13. Re-appointment of Shri Bharat M. Shah as Managing Director of the Company w.e.f 1 April, 2019 to 31 March, 2022 and to fix his remuneration w.e.f 1 April, 2019 to 31 March, 2024.
14. Re-appointment of Shri Viraj M. Shah as Managing Director of the Company w.e.f 1 April, 2019 to 31 March, 2022 and to fix his remuneration w.e.f 1 April, 2019 to 31 March, 2024.

All the above agenda matters were duly proposed and seconded by the members present.

Thereon Shri Shardul Thacker was requested to Step down as chairman and for rest of the proceedings Shri Hiren M. Shah chaired the meeting.

The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015, the Company had provided electronic voting facility (remote e-voting) to the members entitled to cast their vote at the Annual General Meeting (AGM).

The Remote E-Voting process was carried out by company between 24th September, 2018 (from 09:00 am) till 27th September, 2018 (up to 05:00 pm) with cut-off date for determining the entitlement for vote of shareholders as 21st September, 2018. The Company had also provided the option of voting through Ballot Papers at the AGM.

Mr. Makarand M Joshi, Partner of M/s Makarand M Joshi & Co., Company Secretaries in practice were appointed as Scrutinizer for the purpose of conducting remote e-voting as well as for votes through Ballot papers at the AGM in a fair and transparent manner.


The meeting was concluded with a vote of thanks to those present.

After the Conclusion of 102nd Annual General Meeting, M/s Makarand M Joshi & Co, Company Secretaries and Scrutinizers took the custody of the ballot box and the remote e-voting at the venue of the meeting.

All the resolutions were passed with requisite majority at the 102nd Annual General Meeting of the Company.

This is for your information and record

**Yours faithfully,
For The Ruby Mills Limited**


Naina Kanagat
Company Secretary and Compliance Officer
Membership Number: ACS 46600

